

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

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IN RE	:	Chapter 11
	:	
NORTHWESTERN CORPORTATION,	:	Bankruptcy Case No. 03-12872
	:	
Debtor.	:	
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LAZARD FRERES & CO. LLC,	:	
	:	
Appellant,	:	Civil Action No. 05-395-JJF
	:	
v.	:	
	:	
NORTHWESTERN CORPORATION,	:	
	:	
Appellee.	:	
	:	

FINAL ORDER

At Wilmington, this 22 day of May, 2006, for the reasons  
set forth in the Memorandum Opinion issued this date;

IT IS HEREBY ORDERED that:

1. The May 5, 2005 Order of the United States Bankruptcy  
Court for the United States Bankruptcy Court for the District of  
Delaware (Bankr. Case No. 03-12872) is REVERSED with respect to  
its award for professional services rendered;

2. The final fee application of Lazard Freres & Co. LLC  
("Lazard") is approved and Lazard is allowed final compensation  
for in the amount of \$5,500,000.00 for its Restructuring Fee;

3. NorthWestern Corporation is authorized and directed to make payment to Lazard for such allowed compensation.

  
UNITED STATES DISTRICT JUDGE